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UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

RICOH COMPANY, LTD.,

Plaintiff,

vs.

AEROFLEX INCORPORATED, et al.,

Defendants.

SYNOPSIS, INC.,

Plaintiff,

vs.

RICOH COMPANY, LTD.,

Defendant.

Case No. C03-04669 MJJ (EMC)

Case No. C03-02289 MJJ (EMC)

**[PROPOSED] STIPULATED
 SUPPLEMENTAL PROTECTIVE ORDER**

1 WHEREAS a Stipulated Protective Order was entered in Case No. C03-04669-MJJ (EMC) on
 2 June 9, 2003 in the United States District Court for the District of Delaware ("2003 Protective Order")
 3 and a Stipulated Protective Order was entered in Case No. C03-02289-MJJ (EMC) on March 24, 2004
 4 in the United States District Court for the Northern District of California ("2004 Protective Order"),
 5 and

6 WHEREAS the parties understand that some "Confidential Information" as defined in the 2003
 7 Protective Order and 2004 Protective Order may be subject to the export authority of the U.S. State
 8 Department under the International Traffic in Arms Regulations, 22 C.F.R. 120 et seq. ("ITAR
 9 Information") and therefore may not be disclosed to any Foreign Person as defined by 22 C.F.R.
 10 120.16 unless and until appropriate export authority has been obtained.

11 Each of the parties hereby stipulates that the following Stipulated Supplemental Protective
 12 Order may be entered by the Court:

13 1. This Stipulated Supplemental Protective Order incorporates by reference all of the
 14 terms and limitations of both the 2003 Protective Order and the 2004 Protective Order and does not
 15 alter any provision thereof unless explicitly so stated herein.

16 2. If any party is disclosing any information or document that it knows or has reason to
 17 suspect is ITAR Information, it shall immediately identify such material to the receiving party as ITAR
 18 Information by bates number, product number, or other description adequate to provide notice to the
 19 receiving party that the information is ITAR information. The parties agree to make good faith efforts
 20 to identify such information, but assert that, in an abundance of caution, that any information produced
 21 by the Aeroflex entities in this litigation is best treated pursuant to the terms of this Order because of
 22 the nature of the business of the Aeroflex entities.

23 3. Anything which is known to be or believed to be ITAR Information shall only be
 24 disclosed to a U.S. Person as defined by 22 C.F.R. 120.15, and may not be disclosed to any Foreign
 25 Person as defined by 22 C.F.R. 120.16 unless and until appropriate export authority has been obtained.

26 4. If the "Confidential Information" as defined in section 3(a) of both the 2003 Protective
 27 Order and the 2004 Protective Order is also known to include or believed to include ITAR
 28 Information, it shall only be disclosed to a "Qualified Person" as defined in section 4(a)-(f) of both

the 2003 Protective Order and the 2004 Protective Order who is a U.S. Person as defined by 22 C.F.R. 120.15.

5. Individuals who are in-house counsel or a member of the professional legal department of the Parties may have access to pleadings, briefs and exhibits or declarations filed with the Court and expert reports, including exhibits, which are designated as "Confidential" and is known to include or believed to include ITAR Information subject to the export controls of the ITAR only if such Individuals are U.S. Persons as defined by 22 C.F.R. 120.15.

6. Before disclosing ITAR Information to "Qualified Person" as defined in section 4(a)-(f) of both the 2003 Protective Order and the 2004 Protective Order, counsel for the disclosing party shall obtain from such Qualified Person an undertaking in the form attached hereto as Exhibit A.

Dated: May 9, 2006

HOWREY LLP

/s/ Denise M. De Mory, Esq.
Denise M. De Mory, Esq.

Attorneys for Plaintiff SYNOPSYS, INC./Defendants
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Dated: May 9, 2006

DICKSTEIN SHAPIRO MORIN & OSHINSKY, LLP

/s/ Kenneth W. Bothers, Esq.
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ORDER

IT IS SO ORDERED this 12th day of May, 2006.



JUDGE OF THE UNITED STATES DISTRICT
COURT

EXHIBIT A

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

RICOH COMPANY, LTD.,

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AEROFLEX INCORPORATED, et al.,

Defendants.

SYNOPSYS, INC.,

Plaintiff,

vs.

RICOH COMPANY, LTD.,

Defendant.

Case No. C03-04669 MJJ (EMC)

Case No. C03-02289 MJJ (EMC)

UNDERTAKING

My name is _____. I hereby acknowledge that I have been provided with a copy of, have read, and am fully familiar with, the terms of the Stipulated Supplemental Protective Order entered in this action on _____, 2006. I agree to be bound by, and to comply fully with, the terms of the Stipulated Supplemental Protective Order.

I am a U.S. Person as defined by 22 C.F.R. 120.15. I agree to comply with all U.S. export laws and regulations, including the International Traffic in Arms Regulations ("ITAR"), 22 C.F.R. 120 et seq., with respect to any "Confidential Information" provided to me that contains information subject to U.S. export controls, and agree not to disclose or otherwise provide access to any ITAR-controlled "Confidential Information" to any Foreign Persons as defined by 22 C.F.R. 120.16.

I hereby submit myself to the jurisdiction of the United States District Court for the Northern District of California, San Francisco Division in connection with the enforcement of the Stipulated Supplemental Protective Order.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on _____, 2006.
